

RECORDATION NO. 21305-1 FILED

JUN 30 '11 -5 45 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

June 30, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Full Release of Memorandum of Lease Agreement, dated as of June 30, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 21305

The names and addresses of the parties to the enclosed document are:

Lessor: Manufacturers and Traders Trust Company
(successor-by-merger to Allfirst Bank)
25 South Charles Street
Baltimore, MD 21201

[Lessee: Conocophillips Company
(successor-by-merger to Conoco Inc.)
P O Box 2197
Houston TX 77252-2197]

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Section of Administration
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A description of the railroad equipment covered by the enclosed document is.

62 tank cars within the series CONX 1026 - CONX 1153 as more particularly set forth in the attachment to the Memorandum of Lease filed under Recordation Number 21305.

A short summary of the document to appear in the index follows:

Full Release of Memorandum of Lease Agreement

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



✓ Robert W Alvord

RWA/sem
Enclosures

JUN 30 '11 -5 45 PM

**FULL RELEASE OF
MEMORANDUM OF LEASE AGREEMENT**

SURFACE TRANSPORTATION BOARD

THIS FULL RELEASE OF MEMORANDUM OF LEASE AGREEMENT (this "Release") is given as of this 30th day of June, 2011, by MANUFACTURERS AND TRADERS TRUST COMPANY (successor-by-merger to Allfirst Bank), a New York banking corporation (the "Lessor"), witnesseth:

WHEREAS, the Lessor and Conocophillips Company, a Delaware corporation (successor-by-merger to Conoco Inc.) (the "Lessee") are parties to that certain Lease Schedule No. 2 ("Schedule No. 2") dated March 30, 1998 to the Master Railcar Lease Agreement No. 1 dated as of October 27, 1997 (as amended, the "Master Lease") (Schedule No. 2, which incorporates the terms of the Master Lease, being hereinafter referred to as the "Lease").

WHEREAS, a Memorandum of Lease Agreement dated as of March 30, 1998 between the Lessor and the Lessee was filed with respect to the Lease with the Surface Transportation Board on April 1, 1998 at 2:45 PM under recordation number 21305.


NOW, THEREFORE, in consideration of the premises contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Lessor submits that the Lease has been terminated and desires to file this Memorandum with the STB to record such termination.

This Release shall not be interpreted to release any obligations of the Lessee under the Lease that survive the expiration or termination of the Lease

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the Lessor has caused this Release to be duly executed under seal as of the date first above written.

MANUFACTURERS AND TRADERS
TRUST COMPANY

By: 
Jeffrey A. Millard
Vice President

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 29th day of June, 2011 before me personally appeared Jeffrey A. Millard, to me personally known, who being by me duly sworn, says that he is the Vice President of Manufacturers and Traders Trust Company, that said instrument was signed on behalf of said company, and that he acknowledged that the execution of the foregoing instruments was the free act and deed of said company.

IN WITNESS WHEREOF I have set my hand and seal.

HENRYKA W. GRYC CRAIG
NOTARY PUBLIC STATE OF MARYLAND
County of Baltimore
My Commission Expires ~~September 20, 2003~~ 7/8/14


Notary Public

(SEAL)

My Commission Expires: 7/8/14

CERTIFICATION

I, Robert W Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/30/11



Robert W. Alvord